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HOGAN & HARTSON

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202/637-6418

RECORDATION NO. 15888-13
FILED 1425

JUN 7 1993 3-30PM

INTERSTATE COMMERCE COMMISSION

June 7, 1993

BRUSSELS
LONDON
PARIS
PRAGUE
WARSAW

BALTIMORE, MD
BETHESDA, MD
McLEAN, VA

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20432

RECORDATION NO. 15888-13
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INTERSTATE COMMERCE COMMISSION

JUN 7 1993 3-30PM
MOTOR OPERATING UNIT

Attn: Mrs. Mildred Lee

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and two certified photostatic copies of each of the following two documents:

1. First Supplemental Trust Agreement (Series P-8) dated as of June 1, 1993 between Continental Bank, N.A., as "Trustee," and Union Tank Company, as "Company."
2. Bill of Sale dated as of October 1, 1988 between Continental Bank, N.A. as "Trustee," and Union Tank Car Company, as "Company."

A description of the railroad equipment covered by each of the enclosed two documents is set forth in Schedule A and Schedule B to the First Supplemental Trust Agreement between Continental Bank, N.A. and Union Tank Car Company, covering equipment included on Union Tank Car Company Equipment Trust Series P008.

These documents are to be filed in Recordation No. 15888 as supplements to Equipment Trust Agreement (Series P-8).

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FAX: (202) 637-5910 TELEX: 248370(RCA), 892757(WU) CABLE: HOGANDER WASHINGTON

HOGAN & HARTSON

Mr. Sydney L. Strickland

June 7, 1993

Page 2

The names and addresses of the aforementioned parties to the enclosed documents are:

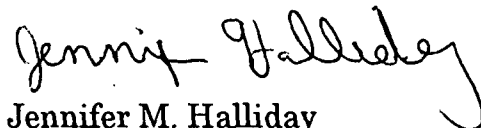
Union Tank Car Company
39 South LaSalle Street
Chicago, IL 60603

Continental Bank, N.A.
321 South LaSalle Street
Chicago, IL 60697

Enclosed are two checks in the amount of \$16.00 each payable to the order of the Interstate Commerce Commission, covering the required recordation fee for each document. Kindly return one stamped photostatic copy of each of the two enclosed documents, as well as a stamped photostatic copy of this letter by return messenger.

Please feel free to contact me with any questions that you may have concerning the above.

Sincerely,



Jennifer M. Halliday
Legal Assistant

Enclosures

cc: Patrick J. Allen, Esq.
Peter F. Rousselot, Esq.

RECORDATION NO. 15898 B FILED 1425

JUN 7 1993 3:30PM

BILL OF SALE

CONTINENTAL BANK, N.A. INTERSTATE COMMERCE COMMISSION
as Trustee under Equipment Trust Agreement
Dated as of October 1, 1988
(Series P-8)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Continental Bank, N.A., as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of October 1, 1988 by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 4.07 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of June 3, 1993.

CONTINENTAL BANK, N.A.

By: Martha L. Sanders

TRUST OFFICER

(CORPORATE SEAL)

Attest:

George A. Reams
Its

UTC2044P

STATE OF ILLINOIS)

COUNTY OF COOK

On this 3rd day of June, 1993, before me, a Notary Public in and for said State and County, personally appeared MARTHA L. SANDERS and GEORGE N. REAVES,

" OFFICIAL SEAL "
Carole Earle Kirkland
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXP: 10/1/94

Notary Public

My Commission Expires:

10/1/94

UTC2044P

5/25/93

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT FOR SUBSTITUTION
WRECKED/RETIRED CARS
SERIES P008

Quantity	A.A.R. Mechanical Description Code	Capacity	Road Numbers
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20	C214	5,800 CUFT.	UTCX 47253-47272

20	TOTAL		